

RECORDATION NO. 25718 FILED

JUL 21 '05

10-48 AM

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR

July 13, 2005

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 25, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: R.C. Smith Companies, Ltd.  
1572 FM 1485 Road  
Conroe, TX 77301

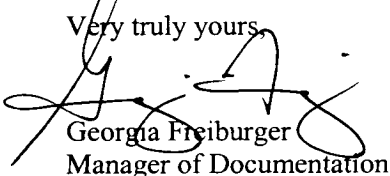
A description of the railroad equipment covered by the enclosed document is sixty-three (63) 2494 cubic foot gondola car, with FURX marks (see Exhibit A for number).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosure  
(RCSM001)

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25<sup>th</sup> day of March, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and R. C. Smith Companies, Ltd. ("Lessee"), a Texas corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 25, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 5, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By:

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Title:

By:

Name:

Title:

K.A. Dombrowski  
DIRECTOR OF DOCUMENTATION

Executed on this 25<sup>th</sup> day of March, 2005.

[CORPORATE SEAL]

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STATE OF

ILLINOIS

COUNTY OF

COOK

SURFACE TRANSPORTATION BOARD

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

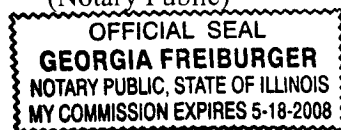
WITNESS my hand and official stamp or seal, this 25<sup>th</sup> day of March, 2005.

Notary Public

My Commission Expires:

5-2008

(Notary Public)



**LESSEE:**

R. C. SMITH COMPANIES, LTD.

ATTEST:

By: Gene Smith

Name: GENE SMITH

Title: SECRETARY - TREASURER

By: Ted J. Hall, Jr.

Name: TED J. HALL, JR.

Title: VICE PRES

Executed on this 14<sup>th</sup> day of February, 2005.

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Montgomery

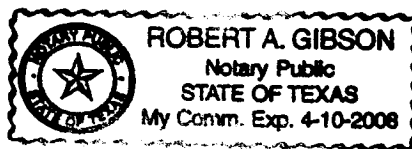
I, Robert A. Gibson, a Notary Public of the County and State aforesaid, certify that Gene Smith personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14<sup>th</sup> day of February, 2005.

Robert A. Gibson  
Notary Public

Commission Expires:

4-10-08  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

- I.      NUMBER OF CARS:                      Sixty-three (63)
- II.     DESCRIPTION OF CARS:              2494 cu. ft., 52' 6" gondola cars with 5' sides and 268,000  
lb. GRL
- III.    CAR NUMBERS:

FURX	315700	FURX	315781
FURX	315701	FURX	315782
FURX	315702	FURX	315783
FURX	315703	FURX	315784
FURX	315704	FURX	315785
FURX	315705	FURX	315786
FURX	315706	FURX	315787
FURX	315707	FURX	315788
FURX	315708	FURX	315789
FURX	315709	FURX	315790
FURX	315710	FURX	315791
FURX	315711	FURX	315792
FURX	315712	FURX	315793
FURX	315713	FURX	320527
FURX	315714	FURX	320531
FURX	315764	FURX	320533
FURX	315765	FURX	320534
FURX	315766	FURX	320540
FURX	315767	FURX	320541
FURX	315768	FURX	320550
FURX	315769	FURX	320552
FURX	315770	FURX	320556
FURX	315771	FURX	320557
FURX	315772	FURX	320562
FURX	315773	FURX	320566
FURX	315774	FURX	320569
FURX	315775	FURX	320572
FURX	315776	FURX	320574
FURX	315777	FURX	320577
FURX	315778	FURX	320578
FURX	315779	FURX	320579
FURX	315780		